

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF MISSISSIPPI

IN RE: BANKRUPTCY PROCEEDING

HARRIS CLAIBORNE FRAZIER CASE NUMBER: 08-03051

AUSTIN W. FRAZIER CASE NUMBER: 08-04026

**RESPONSE OF AMY ATWOOD FRAZIER TO MOTION FOR AUTHORITY
TO SELL ASSETS FREE AND CLEAR OF LIENS, INTEREST, ENCUMBRANCES, AND
CLAIMS-MATHENA WETLANDS, LLC**

COMES NOW AMY ATWOOD FRAZIER and files this her response to the Motion for Authority to Sell Assets Free and Clear of Liens, Interest, Encumbrances and Claims - Mathena Wetlands, LLC filed herein by **DEREK A. HENDERSON**, Trustee, and in support hereof shows unto the Court the following:

1. Amy Atwood Frazier admits the allegations of Paragraph 1 of the Motion.
2. Amy Atwood Frazier admits the allegations of Paragraph 2 of the Motion.
3. Amy Atwood Frazier admits the allegations of Paragraph 3 of the Motion.
4. Amy Atwood Frazier denies that at the time of the filing of the Bankruptcy Petition that Harris Claiborne Frazier owned 20% interest in Mathena Wetlands, LLC and shows affirmatively that she was the owner of such interest in Mathena Wetlands, LLC.

5. Amy Atwood Frazier admits that the Amended and Restated Operating Agreement of Mathena Wetland, LLC is as stated in paragraph 5. Amy Atwood Frazier shows affirmatively that she is the former wife of Harris Claiborne Frazier and was divorced from him by Judgment of Divorce rendered on November 29, 2007 and filed February 11, 2008 in the Chancery Court of Madison County, Mississippi and Amended by Amended Judgment of Divorce dated October 8, 2008. By said Amended Judgment of Divorce, Amy Atwood Frazier was awarded all of the interest of Harris Claiborne Frazier in and to Mathena Wetlands, LLC. See Exhibit "A" and "B" attached hereto.

6. Amy Atwood Frazier admits the allegations of Paragraph 6 of the Motion.
7. Amy Atwood Frazier admits the allegations of Paragraph 7 of the Motion.
8. Amy Atwood Frazier admits the allegations of Paragraph 8 of the Motion and shows further that she has a claim against the sales proceeds pursuant to the Judgment of Divorce.
9. Amy Atwood Frazier admits the allegations of Paragraph 9 of the Motion.
10. Amy Atwood Frazier admits the allegations of Paragraph 10 of the Motion and shows that she has no objection to the sale of the Mathena Wetlands, LLC interest.

Respectfully submitted,

AMY ATWOOD FRAZIER

BY: /s/Don A. McGraw, Jr.
Don A. McGraw, Jr., Her Attorney

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Attorney for Amy Atwood Frazier

CERTIFICATE OF SERVICE

I, ***Don A. McGraw, Jr.*** the undersigned counsel of record for **AMY ATWOOD FRAZIER**, do hereby certify that I have this date forwarded *via* United States Mail, postage pre-paid, a true and correct copy of the above and foregoing document to the following:

Derek A. Henderson, Chapter 7 Trustee
111 East Capitol St., Ste. 455
Jackson, MS 39201

United States Trustee
100 West Capitol St., Ste. 706
Jackson, MS 39269

SO CERTIFIED this 17th day of December, 2009.

/s/ Don A. McGraw, Jr.
Don A. McGraw, Jr.